

United States District Court  
Southern District of New York

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Alpha Capital Anstalt,

**JUDGE KAPLAN** Plaintiff,

v.

Advanced Cell Technology, Inc.,

Defendant.  
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USDC SDNY  
DOCUMENT  
ELECTRONICALLY FILED  
DOC #:  
DATE FILED: 1/23/09

Order To Show Cause

**09 CV 670**

Upon the annexed affirmations of Konrad Ackermann and Ari Rabinowitz, both affirmed under penalties of perjury on January 22, 2009, upon the Summons and Complaint and all prior pleading and proceedings heretofore had herein,

Let Defendant Advanced Cell Technology, Inc. ("ACTI") show cause before Hon.

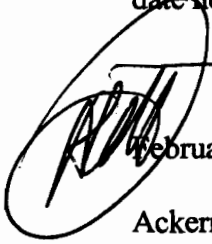
✓ ✓ Lewis A. Kaplan in Courtroom 12D at the Courthouse located at 500 Pearl Street, New York, New York 10007 on the 3th day of February, 2009 at 4:30 PM or as soon thereafter as counsel can be heard why an order pursuant to Fed. R. Civ. P. Rule 65 and 28 U.S.C. §2201 should not be entered, pending final determination of this action:


- i) directing ACTI to deliver immediately 2.5 million shares of its common stock to Alpha Capital and to honor all future conversion requests duly submitted by Alpha Capital in accordance with the agreements between the parties; and
- ii) declaring that the conversion price of the ACTI Secured Convertible Debentures (the "Convertible Debentures") held by Alpha Capital is \$0.02 per share, subject to further downward adjustment as provided in the agreements between the parties; and

iii) enjoining and restraining ACTI from issuing shares of its common stock to any person or entity other than Alpha Capital and the other holders of ACTI Convertible Debentures unless and until ACTI is in compliance with its contractual obligation to reserve sufficient shares of common stock for issuance to Alpha Capital and the other holders of ACTI Convertible Debentures.

Sufficient cause appearing therefor, it is

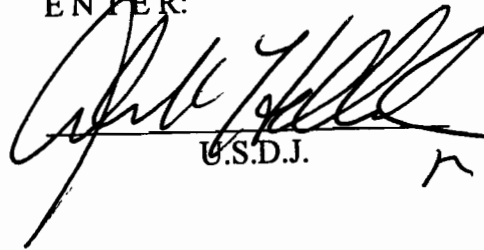
Ordered that answering papers, if any, must be served on Kenneth A. Zitter, Esq., 260 Madison Avenue, 18th Floor, New York, New York 10016 at least three days prior to the return date hereof; and it is further,

 ~~Ordered, that ACTI, by a designated representative, shall appear for a deposition on February 3, 2009 in accordance with the Notice of Deposition annexed as Exhibit C to the Ackermann Affirmation and produce the documents described in the schedule thereto; and its is further~~

Ordered that service of the Order to Show Cause, together with the papers upon which it is based, and the summons and complaint, by overnight federal express to Advanced Cell Technology, Inc, 1201 Harbor Bay Parkway, Alameda, California 94502, att: William Caldwell, Chief Executive Officer, such mailing to take place on or before January <sup>noon</sup> 26 2009, be deemed good and sufficient service. 

Dated: New York, New York  
January 7, 2009

ENTER:

  
U.S.D.J. PART I